

WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113
Gregory M. Starner
Kimberly A. Haviv

Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, Florida 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744
John K. Cunningham
Richard S. Kebrdle (application *pro hac vice* pending)

*Attorneys for Renato Fermiano Tavares
as Petitioner and Foreign Representative*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	
)	Case No. 15-10937 (SMB)
OAS S.A., <i>et al.</i> , ¹)	(Joint Administration Requested)
)	
Debtors in Foreign Proceedings.)	Chapter 15
)	

**DECLARATION OF GREGORY M. STARNER IN SUPPORT
OF MOTION FOR PROVISIONAL RELIEF PURSUANT
TO SECTION 1519 OF THE BANKRUPTCY CODE**

I, Gregory M. Starner, declare under penalty of perjury, as follows:

1. I am a member of the firm of White & Case LLP (“White & Case”), counsel to Renato Fermiano Tavares as foreign representative (the “Petitioner”)² of the above-captioned debtors (the “Debtors”). I am an attorney at law, qualified to practice in New York.

¹ The debtors in these chapter 15 cases, along with the last four digits of each debtor’s tax identification or corporate registry number, are: OAS S.A. (01-05), Construtora OAS S.A. (01-08), OAS Investments GmbH (4557), and OAS Finance Limited (6299).

2. I submit this declaration in support of (i) *Petitioner's Motion for Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* and (ii) *Petitioner's Ex Parte Motion to Shorten Notice And Setting Procedures for Hearing to Consider Petitioner's Motion for Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code.*

3. Attached as Exhibit 1 is a true and correct copy of the Notice of Acceleration under the 2021 Notes by Aurelius Investment, LLC ("Aurelius") dated February 3, 2015.

4. Attached as Exhibit 2 is a true and correct copy of the verified complaint filed by plaintiff Aurelius against OAS Finance, OAS, Construtora OAS S.A., and OAS Investimentos S.A., No. 650312/2015 (Sup. Ct. N.Y. Cnty., filed Feb. 4, 2015) (exhibits omitted).

5. Attached as Exhibit 3 is a true and correct copy of Memorandum of Law in Support of plaintiff Aurelius' ex parte Application for Order of Attachment filed by against OAS Finance, OAS, Construtora OAS S.A., and OAS Investimentos S.A., No. 650312/2015 (Sup. Ct. N.Y. Cnty., filed Feb. 4, 2015).

6. Attached as Exhibit 4 is a true and correct copy of the ex parte Order of Attachment, No. 650312/2015 (Sup. Ct. N.Y. Cnty., issued Feb. 9, 2015).

7. Attached as Exhibit 5 is a true and correct copy of the Memorandum of Law in Support of plaintiff Aurelius' Motion for Order Confirming Order of Attachment, No. 650312/2015 (Sup. Ct. N.Y. Cnty., filed Feb. 18, 2015).

8. Attached as Exhibit 6 is a true and correct copy of Aurelius' Petition for Turnover Order Pursuant to CPLF § 6214(d) filed against BNP Paribas New York Branch, No. 651015/2015 (Sup. Ct. N.Y. Cnty., filed March 30, 2015).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motions.

9. Attached as Exhibit 7 is a true and correct copy of the Notice of Subpoena Duces Tecum and Ad Testificandum issued by Aurelius to BTG Pactual NY Corporation on March 13, 2015.

10. Attached as Exhibit 8 is a true and correct copy of the Notice of Subpoena Duces Tecum and Ad Testificandum issued by Aurelius to BTG Pactual US Capital LLC on March 13, 2015.

11. Attached as Exhibit 9 is a true and correct copy of the Notice of Subpoena Duces Tecum and Ad Testificandum issued by Aurelius and Alden Global Adfero BPI Fund, LTD., et al. (“Alden”) to Deutsche Bank Trust Company Americas on March 19, 2015.

12. Attached as Exhibit 10 is true and correct copy of the verified complaint filed by Alden against OAS Finance, OAS, Construtora OAS S.A., and OAS Investimentos S.A., No. 650480/2015 (Sup. Ct. N.Y. Cnty., filed Feb. 18, 2015) (exhibits omitted).

13. Attached as Exhibit 11 is a true and correct copy of the Memorandum of Law in Support of Alden’s Motion for Order of Attachment on Notice, No. 650480/2015 (Sup. Ct. N.Y. Cnty., filed Feb. 18, 2015).

14. Attached as Exhibit 12 is true and correct copy of Aurelius’ Motion for Summary Judgment, No. 650312/2015 (Sup. Ct. N.Y. Cnty., filed March 30, 2015).

15. Attached as Exhibit 13 is a true and correct copy of Alden’s Motion for Summary Judgment, No. 650480/2015 (Sup. Ct. N.Y. Cnty., filed March. 30, 2015).

16. Attached as Exhibit 14 is a true and correct copy of the complaint and jury demand of Huxley Capital Corporation against OAS S.A., Construtora OAS S.A., OAS Investimentos S.A.,

OAS Infraestrutura S.A., and OAS Engenharia e Construção S.A., 15-cv-01638 (S.D.N.Y. March 5, 2015).

I declare under penalty of perjury that the foregoing is true and correct and that this Declaration is executed on April 15, 2015, in New York, New York.

/s/ Gregory M. Starner

Gregory M. Starner